The scope and level of activity of CO Code administration most likely dictates a phased transition of each current CO Code operation into the new NANPA organization. As with the NANP transition, our goals would be to complete the transitions a soon as possible consistent with the providing ongoing service to the industry. Similarly, our expectation is the experience gained with each region's transition would translate into more effective and efficient subsequent transitions. Procedurally, the NANP transition plan serves as a good model, with the more straightforward, routine activities transferred initially, while more complex activities, like NPA Relief Planning are transferred later in the process. We anticipate using the existing CO Code Administration groups as a source for some positions within the new NANPA organization.

Lastly, our goal would be to quickly identify a preferred system to use for national CO Code Assignment from among systems in use by the current CO Code administrators, and to negotiate an arrangement to use that system.

5.3.2 Coordination with existing CO Code administrators.

CCMI's and UCG's experience with acquisitions will be especially helpful in this area, as the transfer of this type of information is analogous to transferring business critical data and information between companies.

Our process is to assign a single manager complete responsibility for the transfer of all the required documents and information. This manager is usually the manger who will have ongoing responsibility for this area after the transfer. The manager is responsible for developing a schedule, issuing weekly status reports, insuring receipt of all information, organizing the information at the new location and obtaining a document from the incumbent CO Administrator indicating all identified data has been completely

transferred. After the transfer, we arrange for the forwarding all incoming

correspondence and the referral of calls to the new CO Administrator.

Section 6.0 Dispute Resolution

CCMI recognizes the responsibilities the new NANPA could have with regard to dispute resolution, and will cooperate with the NANC to assist in resolving disputes. As of the date our proposal was submitted, we had not been informed of any decision made by the NANC regarding the NANPA's involvement in dispute resolution.

Section 9.0 - Miscellaneous

9.1 Hours of Operation

CCMI will staff the NANPA office 5 days a week, 10 hours a day (8am-6pm EST), and will establish an e-mail address and "out-of-hours" voice mail address to guarantee 24 hour accessibility. CCMI will establish procedures to insure response within one business day to general questions and inquiries.

9.2 Telecommunications Requirements

CCMI shares communications facilities with other UCG divisions and central support staff. Voice communications services consist of inbound and outbound long distance service from AT&T, Worldcom and Sprint. Local service is provided by Bell Atlantic and MCI Metro. Our headquarters location in Rockville is served by a Mitel SX2000 Light PBX, with integrated voice mail. All staff have DID lines and individual voice mail service.

Computer facilities consist of dedicated computer space equipped with raised floors, stand-alone air conditioning and uninteruptable power supply (UPS). CCMI systems are housed on a DEC VAX (currently being migrated to a DEC Alpha Server). Internal NANPA systems will be maintained on a dedicated server accessible only to authorized NANPA personnel; the NANPA website will be maintained on a dedicated server as well. A third server, capable of backing up the website and NANPA systems server, will also be available.

CCMI will arrange for access to the Bellcore rating and routing database effective with the beginning of the NANP 90 day transition period, and will begin offering required enterprise services at the same time.

9.3 Security Requirements

The UCG work area is fully secured with passcode card entry required, except for the main reception area during regular business hours. Outside of regular business hours, passcode card entry is required at all times, and is limited to selected, pre-authorized personnel. All UCG computer systems are maintained in a separate secured facility with password access at all times.

All NANPA systems and data will be maintained on a dedicated server. The server will be protected by a firewall to insure protection from the telecommunications network.

9.4 Staffing Requirements

When all NANP and CO Code administration functions are transitioned fully, the staff will consist of one (1) Director, three (3) Managers, seven (7) Relief Planners, twelve (12) Code Administrators, one (1) Systems Administrator and one (1) Billing and Collections Coordinator. In addition the NANPA staff will be supported by UCG's central staff for billing, accounting, and information technology support.

All NANPA staff will be permanent. Our proposal is based on full-time personnel; however, we propose the NANPA have the flexibility to hire part-time staff as circumstances warrant.

The NANPA offices will be staffed during UCG's normal business hours of Monday - Friday from 8am to 6pm. Permanent or temporary adjustments to this schedule will be made based on the needs of the industry, NANPA performance goals and standards and historical levels of activity.

Initially, the NANPA staff will be located at UCG's headquarters' location in Rockville, Md. As discussed previously, we will investigate remotely locating some personnel

on a regional basis, particularly those involved in NPA Relief Planning, where a significant level of travel, meeting activity and regulatory interaction is expected. Decisions regarding a regional structure will be made during the formulation and implementation of the CO Code Transition Plan.

9.5 Organizational Structure

The NANPA organization will be established as a department with CCMI, UCG's telecommunications information division. For budgeting, reporting and accounting purposes, NANPA will managed as a discrete business unit for tracking of all NANPA revenue and expense.

Total NANPA staff is budgeted at twenty-five (25). See Section 9.4 for details.

The NANPA Director will report to George David, Director of CCMI.

We plan on a centralized organization initially while NPA and CO Code transition plans are being implemented. Our expectation is that the NANPA organization will evolve into a regional structure; however, a decision on the final structure will not be made until the CO Code Transition plan is developed and approved by NANC.

9.6 Reporting Requirements

9.6.1 NANPA Number Resources Reports

CCMI will issue semi-annual reports to the NANP distribution list on assignments and assignment rates, trends, projections and trigger points for industry action. For number resources in danger of being depleted within two years, CCMI will provide reports on a monthly basis..

9.6.2 North American Numbering Plan Administration Annual Report

CCMI will publish the North American Numbering Plan Annual Report, per

the description in the Requirements Document, annually.

9.6.3 NANPA Web Site

CCMI will establish a NANPA website using a dedicated server; the website will be

firewall protected to insure the integrity and protection of the underlying NANPA data..

The website will be updated weekly, at a minimum, and will provide all the number

resource information, data and statistics detailed in the Requirements Document.

Additionally, the website will contain information on enterprise services (required and

optional) and links to CCMI's website.

Section 10.0 - Pricing

CCMI is proposing to perform both the NANP function and Billing and Collection function. The prices detailed below include all start-up, transition and on-going costs, and are quoted in U.S. dollars. The prices quoted are valid through May 15, 1998.

Table 3 - To Perform All Functions as a Total Solution					
Function	Year 1	Year 2	Year 3	Year 4	Year 5
NANP Administration					
CO Code Administration					
Billing & Collection					

CCMI guarantees the prices quoted reflect most favored customer prices for like quantities of the same or substantially similar services. In the event prices for our most favored customer decrease during the term of the agreement, the NANC shall receive a comparable reduction from the date the price decrease becomes effective.

Section 8.0 - Billing and Collection Agency Functional Requirements

8.1 Introduction

CCMI proposal encompasses NANP Administration and CO Code Assignment
as well as Billing and Collection, and complies with all sections of the Requirements
Document.

8.2 General Responsibilities

The UCG billing systems process more than one million transactions each month, and
generate an average of 125,000 invoices, statements and renewal notices. Our systems
can accommodate fixed or usage based services and currently interface with fulfillment
platforms using DEC, Tandem, Sun, Stratus and Citrix operating systems. Invoices can be
rendered using mail, fax, or internet e-mail. Our systems also accommodate ACH
(Automatic Clearing House) debiting systems for electronic bill payment.

The flexibility of our billing systems will allow us to quickly, efficiently and cost effectively
bill and collect for NANPA services rendered.

8.3 Qualities and Attributes

CCMI will hire a Billing and Collection Coordinator to manage the entire cost allocation,
tracking and legal/regulatory/legislative aspects of the function. As part of the initial
process, we'll obtain legal counsel to be sure we comply with any and all relevant
legislation regarding privacy, collections and fiduciary responsibility.

8.4 Billing and Collection Functional Requirements

CCMI understands and will comply with the requirements as specified, with the
following exception. Cost allocation methodologies dictate an annual calculation
of payments from U.S. and non-U.S. participating carriers, with no adjustment

during the 12-month period for the addition or deletion of new carriers. Likewise, while a provision is made for an added administrative fee for late payments, there is no provision for uncollectables. CCMI proposes the following procedure be adopted to insure each year's total assessment is collected fully. Within 60 days of the end of any 12-month cycle, CCMI will advise the NANC of any shortfall in payments, due either to new entrants or uncollectable payments. The total amount of the shortfall will be allocated among all carriers participating in the current 12-month period using the same allocation process developed to assess the original payments. These payment adjustments will be billed as a one-time charge in the third moth on the 12-month period.

Section 7.0 Enterprise Services

7.1 Operating Principles

CCMI agrees to the operating principles applicable to enterprise services, viz., fees shall
be fair and reasonable, fees will be non-discriminatory, the performance of enterprise
services shall not jeopardize NANPA duties and responsibilities, proprietary/confidential
information provided the NANPA shall not be used in the provision of enterprise services,
and the NANPA shall collect all enterprise services fees.

7.2 Required Enterprise Service

CCMI will provide the rating and routing input to RDBS/BRIDS for code applicants
requesting the service. The fee for providing this service is a one-time
registration/account fee of $150, plus $175 per code input per year.

7.3 Optional Enterprise Services

CCMI's intent is to provide a variety of optional enterprise services. Initially the only
service we'll offer is an annual subscription to hard copies of NPA Planning Letters.
The annual subscription rate for this service $1,100.

7.4 Auditing

CCMI will provide the NANC with an annual report covering the provision of enterprise
services. For required enterprise services, an audit detailing costs associated with
provision of services will be provided, along with a recommendation from CCMI
regarding any necessary cost adjustments. For optional enterprise services, CCMI will
issue an annual report to the NANC describing the services offered. No financial
information regarding optional enterprise services will be provided.